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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**SECOND SUPPLEMENTAL ORDER ON DEBTORS' FIFTEENTH
OMNIBUS OBJECTION TO CLAIMS (RECLASSIFICATION
OF CLAIMS FILED BY EQUITY HOLDERS TO INTERESTS)**

THIS MATTER having come before the Court on the Debtors'
Fifteenth Omnibus Objection to Claims (Reclassification of
Claims Filed by Equity Holders to Interests) (the "Objection");¹
and it appearing that due and proper notice and service of the

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and the Court having entered the Order on Debtors' Fifteenth Omnibus Objection to Claims (Reclassification of Claims Filed by Equity Holders to Interests) on August 12, 2009 (Docket No. 4445) (the "Initial Order"); and the Court having entered the Supplemental Order on Debtors' Fifteenth Omnibus Objection to Claims (Reclassification of Claims Filed by Equity Holders to Interests) on November 17, 2009 (Docket No. 5790) (the "Supplemental Order"); and it appearing that certain claimants filed responses to the Objection (the "Responses"); and it appearing that certain Responses have been resolved; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors, and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The claims identified on Exhibit A as attached hereto and incorporated herein are reclassified as set forth on Exhibit A for all purposes in these bankruptcy cases.

2. The Objection to the claims identified on Exhibit B as attached hereto and incorporated herein is withdrawn; provided, however, that the Debtors' rights and abilities to object to the

claims identified on Exhibit B on any grounds and bases are hereby preserved in their entirety.

3. The Debtors' rights to object to any claim, including (without limitation) the Equity Claims, on any grounds that the applicable law permits are not waived and are expressly reserved.

4. To the extent this Order conflicts with the Initial Order or the Supplemental Order, this Order shall control.

5. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to this Order.

Dated: Richmond, Virginia
_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

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EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
Claim: 7242 Date Filed: 01/28/2009 Docketed Total: \$0.00 Filing Creditor Name and Address: APPLEBY, ROBERT J 14320 WINTER RIDGE LANE MIDLOTHIAN, VA 23113	Claim Holder Name and Address APPLEBY, ROBERT J 14320 WINTER RIDGE LANE MIDLOTHIAN, VA 23113 <div> <div>Case Number</div> <div>Secured</div> <div>Priority</div> <div>Unsecured</div> </div> 08-35653 UNL	<div>Modified Total: \$0.00</div> <div> <div>Case Number</div> <div>Interest</div> </div> 08-35653 \$0.00
Claim: 6864 Date Filed: 01/28/2009 Docketed Total: \$17,737.50 Filing Creditor Name and Address: DRAXLER, STEVEN F 2322 POCONO CT DE PERE, WI 54115	Claim Holder Name and Address DRAXLER, STEVEN F 2322 POCONO CT DE PERE, WI 54115 <div> <div>Case Number</div> <div>Secured</div> <div>Priority</div> <div>Unsecured</div> </div> 08-35653 \$17,737.50	<div>Modified Total: \$17,737.50</div> <div> <div>Case Number</div> <div>Interest</div> </div> 08-35653 \$17,737.50
		Total Claims To Be Modified: 2 Total Amount As Docketed: \$17,737.50 Total Amount As Modified: \$17,737.50

* "UNL" denotes an unliquidated claim.

EXHIBIT B

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
BERGER, CYNDA ANN 1525 CRAWFORD WOOD DR MIDLOTHIAN, VA 23114	5467	Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Reclamation: Total: UNL	01/26/2009	CIRCUIT CITY STORES, INC. (08-35653)

Total: 1 UNL

* "UNL" denotes an unliquidated claim.